

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Togo's Holdings, LLC		10/09/2013	LIMITED LIABILITY COMPANY: DELAWARE
Togo's Restaurants, LLC		10/09/2013	LIMITED LIABILITY COMPANY: DELAWARE
Togo's Eateries, Inc.		10/09/2013	CORPORATION: CALIFORNIA
Togo's Franchisor, LLC		10/09/2013	LIMITED LIABILITY COMPANY: DELAWARE
Togo's Franchised Eateries, LLC		10/09/2013	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Onewest Bank, FSB
<b>Street Address:</b>	2450 Broadway, Suite 500
<b>City:</b>	Santa Monica
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90504
<b>Entity Type:</b>	federal savings bank: UNITED STATES

**PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
Registration Number:	4258166	BETTER THAN A BREADWICH
Registration Number:	3032350	ENDLESS COMBINATIONS
Registration Number:	3352977	FUEL FOR YOUR FIRE
Registration Number:	4071229	TOGO'S GREAT SANDWICHES
Registration Number:	3952168	TOGO'S GREAT SANDWICHES
Registration Number:	3979078	TOGO'S SINCE 1971 GREAT SANDWICHES WEST
Registration Number:	3979077	TOGO'S SINCE 1971 GREAT SANDWICHES WEST
Registration Number:	3328525	TOGO'S

CH \$365.00 4258166

Registration Number:	3316277	TOGO'S
Registration Number:	2431672	TOGO'S
Registration Number:	2429999	TOGO'S GREAT SANDWICHES
Registration Number:	2429998	TOGO'S GREAT SANDWICHES
Registration Number:	2263286	TOGO'S
Registration Number:	1264395	TOGO'S

**CORRESPONDENCE DATA**

Fax Number: 5037785499  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 503-778-5254  
Email: sandititzler@dwt.com  
Correspondent Name: Sandi Titzler, Davis Wright Tremaine  
Address Line 1: 1300 SW Fifth Avenue, Suite 2400  
Address Line 4: Portland, OREGON 97201-5610

ATTORNEY DOCKET NUMBER:	92420-7
NAME OF SUBMITTER:	Sandi Titzler, Davis Wright Tremaine
Signature:	/Sandi Titzler/
Date:	11/22/2013

**Total Attachments: 8**  
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NOTICE OF GRANT  
OF SECURITY INTEREST  
IN TRADEMARKS AND COPYRIGHTS

United States Patent and Trademark Office  
United States Copyright Office

Ladies and Gentlemen:

Pursuant to the CREDIT AGREEMENT and the PLEDGE AND SECURITY AGREEMENT entered into as of October 9, 2013 (as amended, restated, modified, renewed, supplemented, or extended from time to time, the "*Agreements*"), among TOGO'S HOLDINGS, LLC, a Delaware limited liability company (the "*Borrower*"), TOGO'S RESTAURANTS, LLC, a Delaware limited liability company ("*Restaurants*"), TOGO'S EATERIES, INC., a California corporation ("*Eateries*"), TOGO'S FRANCHISOR, LLC, a Delaware limited liability company ("*Franchisor*"), and TOGO'S FRANCHISED EATERIES, LLC, a Delaware limited liability company ("*TFE*" and together with Borrower, Restaurants, Eateries, Franchisor and each Additional Grantor (as defined in the Agreement) collectively, the "*Grantors*" and individually, a "*Grantor*"), and ONEWEST BANK, FSB (the "*Secured Party*"), the Grantors have granted a continuing security interest in and continuing lien upon the trademark registrations and applications shown on Schedule 1 attached hereto ("*Trademarks*") and the copyrighted work shown on Schedule 2 attached hereto ("*Copyrights*") to the Secured Party.

The undersigned Grantors and the Secured Party hereby acknowledge and agree that the security interest in the Copyrights and the Trademarks (a) may only be terminated in accordance with the terms of the Agreements and (b) is not to be construed as an assignment of any trademark registration or application.

Very truly yours,

TOGO'S EATERIES, INC., Grantor

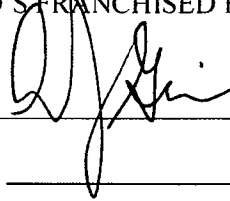
By: \_\_\_\_\_  


Name: \_\_\_\_\_

Title: \_\_\_\_\_

*(Additional signatures on Page 2.)*

TOGO'S FRANCHISED EATERIES, LLC, Grantor


By:  \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_







Acknowledged and Accepted:





ONEWEST BANK, FSB, Secured Party



By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Schedule 1  
Trademarks

Country/App./Reg. / No.	Filing/Reg. Date	Description (Mark)	Next Scheduled Expiration Date	Owner of Record
United States Reg. 4,258,166	Reg. December 11, 2012	BETTER THAN A BREADWICH	December 11, 2018	Togo's Eateries, Inc.
United States Reg. 3,032,350	Reg. December 20, 2005	ENDLESS COMBINATIONS	December 20, 2015	Togo's Eateries, Inc.
United States Reg. 3,352,977	Reg. December 11, 2007	FUEL FOR YOUR FIRE	December 11, 2013	Togo's Eateries, Inc.
United States Reg. 4,071,229	Reg. December 13, 2011	TOGO'S GREAT SANDWICHES & Design  <b>TOGO'S</b> GREAT SANDWICHES	December 13, 2017	Togo's Eateries, Inc.
United States Reg. 3,952,168	Reg. April 26, 2011	TOGO'S GREAT SANDWICHES & Design  <b>TOGO'S</b> GREAT SANDWICHES	April 26, 2017	Togo's Eateries, Inc.
United States Reg. 3,979,078	Reg. June 14, 2011	TOGO'S SINCE 1971 GREAT SANDWICHES WEST COAST ORIGINAL & Design  	June 14, 2017	Togo's Eateries, Inc.

Country/App./Reg. / No.	Filing/Reg. Date	Description (Mark)	Next Scheduled Expiration Date	Owner of Record
United States Reg. 3,979,077	Reg. June 14, 2011	TOGO'S SINCE 1971 GREAT SANDWICHES WEST COAST ORIGINAL & Design 	June 14, 2017	Togo's Eateries, Inc.
United States Reg. 3,328,525	Reg. November 6, 2007	TOGO'S & Design 	November 6, 2013	Togo's Eateries, Inc.
United States Reg. 3,316,277	Reg. October 23, 2007	TOGO'S & Design 	October 23, 2013	Togo's Eateries, Inc.
United States Reg. 2,431,672	Reg. February 27, 2001	TOGO'S	February 27, 2021	Togo's Eateries, Inc.
United States Reg. 2,429,999	Reg. February 20, 2001	TOGO'S GREAT SANDWICHES & Design (in color) 	February 20, 2021	Togo's Eateries, Inc.
United States Reg. 2,429,998	Reg. February 20, 2001	TOGO'S GREAT SANDWICHES & Design 	February 20, 2021	Togo's Eateries, Inc.
United States Reg. 2,263,286	Reg. July 20, 1999	TOGO'S	July 20, 2019	Togo's Eateries, Inc.
United States Reg. 1,264,395	Reg. January 17, 1984	TOGO'S & Design 	January 17, 2014	Togo's Eateries, Inc.
Argentina Reg. 1855682	Reg. December 17, 2001	TOGO'S		Togo's Eateries, Inc.

Country/App./Reg. / No.	Filing/Reg. Date	Description (Mark)	Next Scheduled Expiration Date	Owner of Record
Argentina Reg. 1777360	Reg. March 3, 2000	TOGO'S		Togo's Eateries, Inc.
Argentina Reg. 1777359	Reg. March 3, 2000	TOGO'S		Togo's Eateries, Inc.
Aruba Reg. 19671	Reg. February 17, 1999	TOGO'S		Togo's Eateries
Australia App. 1551862	App. April 16, 2013	TOGO'S	Pending	Togo's Eateries, Inc.
Australia Reg. 780347	Reg. December 7, 1998	TOGO'S	December 7, 2018	Togo's Eateries Inc.
Australia Reg. 628666	Reg. May 2, 1994	TOGO'S	May 2, 2014	Togo's Eateries Inc.
BES Islands (Bonaire, Saint Eustatius, Saba) Reg. 21321	Reg. February 10, 1999	TOGO'S		Togo's Eateries
Canada App. 160141700	App. November 7, 2012	TOGO'S GREAT SANDWICHES & Design 	Pending	Togo's Eateries, Inc.
Canada Reg. TMA530656	Reg. July 28, 2000	TOGO'S GREAT SANDWICHES (script) 	July 28, 2015	Togo's Eateries, Inc.
Canada Reg. TMA526115	Reg. March 30, 2000	TOGO'S GREAT SANDWICHES (script in color) 	March 30, 2015	Togo's Eateries, Inc.
Canada Reg. TMA524910	Reg. March 15, 2000	TOGO'S (script in color) 	March 15, 2015	Togo's Eateries, Inc.
Canada Reg. TMA524911	Reg. March 15, 2000	TOGO'S (script) 	March 15, 2015	Togo's Eateries, Inc.

Country/App./Reg. / No.	Filing/Reg. Date	Description (Mark)	Next Scheduled Expiration Date	Owner of Record
Canada Reg. TMA524992	Reg. March 15, 2000	TOGO'S & Design 	March 15, 2015	Togo's Eateries, Inc.
Canada Reg. TMA524905	Reg. March 15, 2000	TOGO'S	March 15, 2015	Togo's Eateries, Inc.
Chile Reg. 671362	Reg. August 20, 2003	TOGO'S		Togo's Franchised Eateries LLC
Chile Reg. 604000	Reg. September 25, 2001	TOGO'S		Togo's Franchised Eateries LLC
Chile Reg. 603999	Reg. September 25, 2001	TOGO'S		Togo's Franchised Eateries LLC
China Reg. 10609147	Reg. June 14, 2013	TOGO'S	June 13, 2023	Togo's Eateries, Inc.
Colombia Reg. 256325	Reg. November 28, 2001	TOGO'S		Togo's Franchised Eateries LLC
Colombia App. 98 73102	App. December 9, 1998	TOGO'S		Togo's Eateries, Inc.
Curacao Reg. 21321	Reg. February 10, 1999	TOGO'S		Togo's Eateries
Dominican Republic App. 99158295	App. June 25, 1998	TOGO'S		Togo's Eateries
Dominican Republic App. 99158351	App. June 25, 1998	TOGO'S		Togo's Eateries
Dominican Republic App. 99158485	App. June 25, 1998	TOGO'S		Togo's Eateries
France Reg. N 1319671	Reg. January 24, 1986	TOGO'S 	August 6, 2015	Togo's Franchised Eateries, LLC
India App. 1236573	App. September 15, 2003	TOGO'S	September 15, 2013	Togo's Eateries, Inc.
Israel App. 155561	App. February 27, 2002	TOGO'S	February 27, 2023	Togo's Franchised Eateries LLC
Israel App. 124718	App. December 22, 1998	TOGO'S	December 22, 2019	Togo's Franchised Eateries LLC



Country/App./Reg. / No.	Filing/Reg. Date	Description (Mark)	Next Scheduled Expiration Date	Owner of Record
Israel App. 124719	App. December 22, 1998	TOGO'S	December 22, 2019	Togo's Franchised Eateries LLC
Japan Reg. 5556057	Reg. February 8, 2013	TOGO'S GREAT SANDWICHES 	February 8, 2023	Togo's Eateries, Inc.
Japan Reg. 4539079	Reg. January 25, 2002	TOGO'S 	January 25, 2022	Togo's Eateries, Inc.
Japan Reg. 4504682	Reg. September 7, 2001	TOGO'S	September 7, 2021	Togo's Eateries, Inc.
Japan Reg. 1985051	Reg. September 21, 1987	TOGO'S 	September 21, 2017	Togo's Eateries, Inc.
Malaysia App. 98014731	Reg. June 16, 2007	TOGO'S		Togo's Eateries, Inc.
Malaysia App. 99000073	Reg. April 11, 2007	TOGO'S		Togo's Eateries, Inc.
Malaysia App. 99000074	Reg. February 8, 2005	TOGO'S		Togo's Franchised Eateries LLC
Malta App. 29466	App. December 7, 1998	TOGO'S GREAT SANDWICHES 		Togo's Eateries
Mexico Reg. 1313689	Reg. September 25, 2012	TOGO'S	May 8, 2022	Togo's Eateries, Inc.
Mexico Reg. 1313687	Reg. September 25, 2012	TOGO'S	May 8, 2022	Togo's Eateries, Inc.
Mexico Reg. 1313685	Reg. September 25, 2012	TOGO'S	May 8, 2022	Togo's Eateries, Inc.
Morocco App. 68880	App. February 18, 1999	TOGO'S	February 18, 2019	Togo's Franchised Eateries, LLC
Portugal Reg. 334281 MNA	Reg. January 25, 2005	TOGO'S	January 25, 2015	Togo's Franchised Eateries, LLC
Saint Martin Reg. 21321	Reg. February 10, 1999	TOGO'S		Togo's Eateries

Country/App./Reg. / No.	Filing/Reg. Date	Description (Mark)	Next Scheduled Expiration Date	Owner of Record
Saudi Arabia App. 99167995	App. February 9, 1999	TOGO'S		Togo's Eateries
Saudi Arabia App. 99168002	App. February 9, 1999	TOGO'S		Togo's Eateries
Saudi Arabia App. 99168004	App. February 9, 1999	TOGO'S		Togo's Eateries
South Africa App. 98/21955	App. December 4, 1998	TOGO'S		Togo's Eateries
South Africa App. 98/21956	App. December 4, 1998	TOGO'S		Togo's Eateries
South Africa App. 98/21957	App. December 4, 1998	TOGO'S		Togo's Eateries
Taiwan Reg. 00908290	Reg. October 1, 2000	TOGO'S	September 30, 2020	Togo's Franchised Eateries LLC
Taiwan Reg. 00870710	Reg. October 1, 1999	TOGO'S		Togo's Franchised Eateries LLC
United Arab Emirates App. 35166	App. February 26, 2000	TOGO'S		Togo's Eateries
United Arab Emirates App. 31611	App. June 1, 1999	TOGO'S		Togo's Eaters
United Arab Emirates App. 31612	App. June 1, 1999	TOGO'S		Togo's Eateries
United Kingdom Reg. 2130043	Reg. May 7, 1999	TOGO'S (series of 4 marks) togo's  togo's togo's	April 19, 2017	Togo's